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*Counsel for SouthPeak Interactive, LLC*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
(Richmond Division)**

In re:	)	
	)	Chapter 11
CIRCUIT CITY STORES, INC., et al.,	)	
	)	Case No. 08-35653-KRH
Debtors.	)	
	)	(Jointly Administered)
	)	

**RESPONSE OF SOUTHPEAK INTERACTIVE, LLC  
TO DEBTORS' TWENTY-THIRD OMNIBUS OBJECTION TO CLAIMS  
(MODIFICATION OF CERTAIN DUPLICATE 503(b)(9) CLAIMS)**

SouthPeak Interactive, LLC ("SouthPeak"), by counsel, hereby responds to the Debtors' Twenty-Third Omnibus Objection to Claims (Modification of Certain Duplicate 503(b)(9) Claims) (the "Objection") as follows:

1. On or about November 11, 2008, SouthPeak timely filed an unsecured claim (designated Claim No. 1) in the amount of \$215,984.16.
2. On or about December 18, 2008, SouthPeak timely filed a claim (designated Claim No. 1221) in the amount of \$184,757.76 in accordance with the procedures governing the filing of claims entitled to priority under 11 U.S.C. § 503(b)(9) in this case for goods sold to Circuit City Stores, Inc. ("Circuit City") in the ordinary course of Circuit City's business and received by Circuit City within 20 days before the date of the commencement of this case.

3. On or about June 23, 2009, the Debtors filed the Objection.

4. The Objection asserts that Claim No. 1 is duplicative of Claim No. 1221 with respect to the 503(b)(9) portion of Claim No. 1 in the amount of \$184,757.76.

5. SouthPeak acknowledges that the portion of Claim No. 1 entitled to priority under 11 U.S.C. § 503(b)(9) is duplicative of Claim No. 1221 filed pursuant to the procedures established by the court governing the filing of claims entitled to priority under 11 U.S.C. § 503(b)(9).

6. SouthPeak does not seek duplicative payment under Claim No. 1 for the same amounts sought under Claim No. 1221, however SouthPeak asserts that the character of the two claims is different.

7. Attached hereto as Exhibit A is the Declaration of Terry Phillips, Chairman of SouthPeak, who has personal knowledge of the facts that support this Response.

WHEREFORE SouthPeak prays that (i) Claim No. 1 be allowed in an amount no less than \$215,984.16, except to the extent of any amounts allowed and paid with respect to Claim No. 1221; (ii) Claim No. 1221 be allowed in the amount of \$184,757.76 with priority pursuant to 11 U.S.C. § 503(b)(9) of the Bankruptcy Code; (iii) the Objection be overruled to the extent that it seeks disallowance of any portion of Claim No. 1 or Claim No. 1221 except as otherwise acknowledged herein; and (iv) SouthPeak be granted a hearing and such other relief as may be appropriate and as its interests may appear.

Dated: Richmond, Virginia  
July 16, 2009

**SOUTHPEAK INTERACTIVE, LLC**

*/s/ William H. Schwarzschild, III*  
By: \_\_\_\_\_  
Counsel

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*Counsel for SouthPeak Interactive, LLC*

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**EXHIBIT A**

[Declaration of Terry Phillips, Chairman]

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	)	(Jointly Administered)
	)	
	)	

**DECLARATION OF TERRY PHILLIPS, CHAIRMAN  
OF SOUTHPeAK INTERACTIVE, LLC**

I, Terry Phillips, Chairman of SouthPeak Interactive, LLC, hereby declare as follows:

1. I have reviewed the Response of SouthPeak Interactive, LLC to Debtors' Twenty-Third Omnibus Objection to Claims (Modification of Certain Duplicate 503(b)(9) Claims) (the "Response").
2. I am personally aware of the information set forth in the Response.
3. The Response is true and correct to the best of my information and belief.

Date: July 15, 2009

  
Terry Phillips, Chairman of SouthPeak Interactive, LLC

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true copy of the foregoing Response of SouthPeak Interactive, LLC to Debtors' Twenty-Third Omnibus Objection to Claims (Modification of Certain Duplicate 503(b)(9) Claims) was served this 16th day of July, 2009, via email and by first class mail, postage prepaid, upon

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*/s/ William H. Schwarzschild, III*

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